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October 17, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

RECORDATION NO. 29942 FILED

OCT 17 '11 -3 52 PM

Dear Ms. Brown

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of October 17, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor

MassMutual Asset Finance LLC
2 Hampshire Street, Suite 101
Foxborough, MA 02035

Lessee

The Winchester and Western Railroad Company
258 Elm Street
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 rail cars numbered WW 9601-9700, inclusive.

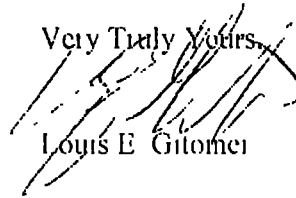
A fee of \$41.00 is enclosed. Please return one copy by email to

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms Cynthia F Brown
October 17, 2011
Page 2

A short summary of the document to appear in the index follows a Memorandum of Lease Agreement between MassMutual Asset Finance LLC, 2 Hampshire Street, Suite 101, Foxborough, MA 02035, and The Winchester and Western Railroad Company, 258 Elm Street, New Canaan, CT 06840, covering 100 rail cars numbered WW 9601-9700, inclusive

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is stylized with a large, sweeping initial "L" and "G".

Louis E Gitomer

Enclosure

REGISTRATION NO. 29942 FILED

OCT 17 '11 -3 52 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of October 17, 2011

between

THE WINCHESTER AND WESTERN RAILROAD COMPANY,
as Lessee

and

MASSMUTUAL ASSET FINANCE LLC

as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C
§11301

on October ____, 2011 at ____: ____ m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 17, 2011, by and between THE WINCHESTER AND WESTERN RAILROAD COMPANY, ("Lessee") and MASSMUTUAL ASSET FINANCE LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars")

All of such railcars are subject to that certain Rail Equipment Net Leasing Agreement No. 22466-90000 dated as of April 28, 2011 (the "Master Agreement"), between Banc of America Leasing & Capital, LLC ("BALC") and Lessee. BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Railcars) including, without limitation, the right for Lessor to directly enter into a Schedule with Lessee (which such Schedule will incorporate by reference the terms and conditions of the Master Agreement) and acquire the Railcars for lease to Lessee. Such Schedule between Lessor and Lessee and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein as, the "Lease".

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: _____

Name: _____

Title: _____

John F. Pedro
Senior Vice President

THE WINCHESTER AND WESTERN RAILROAD COMPANY

By: _____

Name: _____

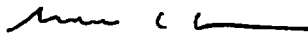
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: _____
Name:
Title:

THE WINCHESTER AND WESTERN RAILROAD COMPANY

By: 
Name: Luke C. Anderson
Title: Treasurer

STATE OF Massachusetts)
) ss
COUNTY OF Norfolk)

I HEREBY CERTIFY, that on this 14th day of October, 2011, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared John F. Pedro, who acknowledged himself to be the Senior Vice President of MASSMUTUAL ASSET FINANCE LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President

AS WITNESS my hand and notarial seal

Alison C. Olden

Notary Public

My commission expires 11/7/2014.



STATE OF CONNECTICUT)

) ss. New Canaan

COUNTY OF FAIRFIELD)

I HEREBY CERTIFY, that on this 14th day of October, 2011, before me, the undersigned, a Notary Public of the State of Connecticut, personally appeared Luke C. Anderson, who acknowledged himself to be the Treasurer of THE WINCHESTER AND WESTERN RAILROAD COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Officer of said company by signing the name of the company by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

Julissa Concepcion
Notary Public

My commission expires. JULISSA CONCEPCION
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 4/30/2016

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Unit Type</u>
WW 9601 – 9700, inclusive	3281 CF Covered Hopper Cars